

## INDEX TO FINANCIAL STATEMENTS

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COOPER HOLDING CORP  
CONSOLIDATED BALANCE SHEETS  
UNAUDITED

ASSETS	December 31, 2012	RESTATED December 31, 2011
<b>CURRENT ASSETS</b>		
Cash and cash equivalents	\$ 84,220	\$ 4,221
Accounts receivable	124,425	36,247
Inventory, at cost	36,248	87,516
Prepaid booth rent	<u>-</u>	<u>2,715</u>
Total current assets	<u>244,893</u>	<u>130,699</u>
PROPERTY AND EQUIPMENT, net	699	979
<b>OTHER ASSETS</b>		
Patent	83,335	83,335
Acquisition cost	<u>500,000</u>	<u>500,000</u>
Total other assets	583,335	583,335
<b>TOTAL ASSETS</b>	<b><u>\$ 828,927</u></b>	<b><u>\$ 715,013</u></b>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
<b>CURRENT LIABILITIES</b>		
Accounts payable and accrued expenses	\$ 148,649	\$ 33,338
Loans payable	<u>95,588</u>	<u>207,739</u>
Total current liabilities	<u>244,237</u>	<u>241,077</u>
<b>LONG-TERM LIABILITIES</b>		
Note payable-shareholder	<u>-</u>	<u>94,457</u>
Total long-term liabilities	<u>-</u>	<u>94,457</u>
<b>STOCKHOLDERS' EQUITY</b>		
Preferred stock authorized 20,000,000 shares, \$.001 par value each. At December 31, 2012 and 2011 there are 1 and 0 shares issued and outstanding	-	-
Common stock authorized 1,000,000,000 shares, \$.001 par value each. At December 31, 2012 and 2011 there are 693,945,913 and 2,343,935,913 shares issued and outstanding	693,946	2,343,936
Additional paid in capital	11,301,597	9,416,713
Retained earnings (deficit)	<u>(11,410,853)</u>	<u>(11,381,170)</u>
Total stockholders' equity	<u>584,690</u>	<u>379,479</u>
<b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY</b>	<b><u>\$ 828,927</u></b>	<b><u>\$ 715,013</u></b>

*The accompanying notes are an integral part of these statements.*

COOPER HOLDING CORP  
CONSOLIDATED STATEMENTS OF OPERATIONS  
UNAUDITED

	Year-ended December 31, 2012	RESTATED Year-ended December 31, 2011	RESTATED Year-ended December 31, 2010	RESTATED Year-ended December 31, 2009
Revenue-Merchandise sales	<u>\$ 443,681</u>	<u>\$ 113,593</u>	<u>\$ 73,403</u>	<u>\$ 97,648</u>
Cost of goods sold	<u>205,146</u>	<u>55,081</u>	<u>57,061</u>	<u>53,746</u>
Gross profit	<u>238,535</u>	<u>58,512</u>	<u>16,342</u>	<u>43,902</u>
Operating Expenses				
Officers' salary	23,800	24,600	-	-
Consulting fees-stock issued	80,002	100,312	34,434	9,544
Selling, general and administrative	164,110	192,682	38,312	147,144
Depreciation expense	<u>280</u>	<u>280</u>	<u>280</u>	<u>280</u>
Total operating expenses	<u>268,192</u>	<u>317,874</u>	<u>73,026</u>	<u>156,968</u>
Net (loss) from operations	(29,657)	(259,362)	(56,684)	(113,066)
Other income (expenses)-interest	<u>(26)</u>	<u>(43)</u>	<u>(25)</u>	<u>-</u>
Net (loss)	<u>\$ (29,683)</u>	<u>\$ (259,405)</u>	<u>\$ (56,709)</u>	<u>\$ (113,066)</u>
Basic earnings (loss) per common share	\$ .00	\$ (.00)	\$ (.00)	\$ (.00)
Weighted average shares outstanding	1,527,278,413	492,915,080	66,431,798	29,564,083

*The accompanying notes are an integral part of these statements*

**COOPER HOLDING CORP**  
**CONSOLIDATED STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY**  
**UNAUDITED-RESTATED**

	<u>Common stock</u>		<u>Additional</u>	<u>Accumulated</u>	
	<u>Shares</u>	<u>Amount</u>	<u>Paid in</u>	<u>Earnings</u>	<u>Total</u>
			<u>Capital</u>	<u>(Loss)</u>	
<b>Balance at December 31,2009 (Unaudited)</b>	48,200,500	\$ 48,201	\$1,234,762	\$ (830,049)	\$ 452,914
Issuance of common stock for services	34,434,500	34,434	-		34,434
Common stock canceled	(2,400,000)	(2,400)	(397,600)	400,000	-
Reverse merger-November 5, 2010 (after split)	8,484,285	8,484	10,626,523	(10,635,007)	-
Net loss for the year ended December 31, 2010	<u>                    </u>	<u>                    </u>	<u>                    </u>	<u>(56,709)</u>	<u>(56,709)</u>
<b>Balance at December 31,2010 (Unaudited)</b>	88,719,285	88,719	11,463,685	(11,121,765)	430,639
Issuance of common stock for cash/reduced debt	30,466,628	30,467	47,466		77,933
Issuance of common stock for consulting fees	14,750,000	14,750	65,562		80,312
Issuance of common stock for cash	210,000,000	210,000	(180,000)		30,000
Issuance of common stock for services-founders	2,000,000,000	2,000,000	(1,980,000)		20,000
Net loss for the year ended December 31, 2011	<u>                    </u>	<u>                    </u>	<u>                    </u>	<u>(259,405)</u>	<u>(259,405)</u>
<b>Balance at December 31,2011 (Unaudited)</b>	2,343,935,913	2,343,936	9,416,713	(11,381,170)	379,479
Cancellation of common stock	(2,050,000,000 )	(2,050,000 )	2,204,892		154,892
Issuance of common stock for consulting fees	400,010,000	400,010	(320,008)		80,002
Net loss for the year ended December 31, 2012	<u>                    </u>	<u>                    </u>	<u>                    </u>	<u>(29,683)</u>	<u>(29,683)</u>
<b>Balance at December 31,2012 (Unaudited)</b>	<u>693,945,913</u>	<u>\$ 693,946</u>	<u>\$11,301,597</u>	<u>\$ (11,410,853)</u>	<u>\$ 584,690</u>

*The accompanying notes are an integral part of this statement.*

COOPER HOLDING CORP  
CONSOLIDATED STATEMENTS OF CASH FLOWS  
UNAUDITED

	Year-ended December 31,	RESTATED Year-ended December 31,
	2012	2011
OPERATING ACTIVITIES		
Net (loss)	\$ (29,683)	\$ (259,405)
Adjustments for noncash and nonoperating items:		
Depreciation expense	280	280
Issuance of common stock for services and other	80,002	100,312
Cancellation of common stock for services and other	154,892	-
Changes in operating assets and liabilities:		
Accounts receivable	(88,178)	(22,075)
Inventory	51,268	(75,556)
Prepaid booth rent	2,715	(950)
Accounts payable and accrued expenses	115,311	7,933
Loans payable	<u>(206,608)</u>	<u>121,496</u>
Cash provided (used) by operating activities	<u>79,999</u>	<u>(127,965)</u>
INVESTING ACTIVITIES:		
Purchase of furniture and equipment	<u>-</u>	<u>-</u>
Cash used by investing activities	<u>-</u>	<u>-</u>
FINANCING ACTIVITIES:		
Issuance of common stock for cash	<u>-</u>	<u>107,933</u>
Cash provided by financing activities	<u>-</u>	<u>107,933</u>
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	79,999	(20,032)
CASH AND CASH EQUIVALENTS, BEGINNING OF PERIOD	<u>4,221</u>	<u>24,253</u>
CASH AND CASH EQUIVALENTS, END OF PERIOD	<u>\$ 84,220</u>	<u>\$ 4,221</u>
Supplemental Disclosures of Cash Flow Information:		
Interest expense	\$ 26	\$ 43
Issuance of common stock for other assets	\$ -	\$ -

*The accompanying notes are an integral part of these statements*

COOPER HOLDING CORP  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
UNAUDITED  
December 31, 2012

**NOTE A - BASIS OF PRESENTATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

Nature of Operations

Cooper Hunting Accessories, LLC was formed in February 2006 in the state of Tennessee as a limited liability company. On November 20, 2008, the Company filed with the State of Tennessee to convert Cooper Hunting Accessories, LLC into Cooper Hunting Industries, Inc., (“the Company”), a Tennessee corporation.

On November 5, 2010, the shareholders of Cooper Holding Corp (formally Sharp Holding Corp) completed a Merger Agreement with Cooper Hunting Industries, Inc., a Tennessee corporation. The merger was accounted for as a reverse acquisition, with Cooper Holding Corp being treated as the acquiring entity for financial reporting purposes.

The Company designs and produces a line of innovative concealment products which allows sportsmen to get closer to wildlife.

Basis of Presentation and Restatement of Accrued Wages

The preparation of financial statements in conformity with generally accepted accounting principles in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. The financial statements presented are unaudited.

Cash Equivalents

Investments having an original maturity of 90 days or less that are readily convertible into cash are considered to be cash equivalents. During the period from February 26, 2006 (date of inception) to December 31, 2012, the Company had no cash equivalents.

Inventories

Inventories, consisting of camouflage products, are stated at the lower of cost (first-in, first-out) or market as of December 31, 2012 and 2011.

COOPER HOLDING CORP  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)  
UNAUDITED  
December 31, 2012

**NOTE A - BASIS OF PRESENTATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**

Recently Enacted Accounting Standards

Management does not believe that any recently issued, but not yet effective, accounting standards, if currently adopted, would have a material affect on the accompanying financial statements.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

Property and Equipment

Property and equipment are stated at cost and are depreciated principally on methods and at rates designed to amortize their costs over their estimated useful lives.

The estimated service lives of property and equipment are principally as follows:

Furniture and fixtures and equipment 5- 7 years

Fair Value of Financial Instruments

The Company defines the fair value of a financial instrument as the amount at which the instrument could be exchanged in a current transaction between willing parties. Financial instruments included in the Company's financial statements include cash and cash equivalents, short-term investments, accounts receivable, other receivables, other assets, accounts payable, notes payable and due to affiliates. Unless otherwise disclosed in the notes to the financial statements, the carrying value of financial instruments is considered to approximate fair value due to the short maturity and characteristics of those instruments. The carrying value of debt approximates fair value as terms approximate those currently available for similar debt instruments.

COOPER HOLDING CORP  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)  
UNAUDITED  
December 31, 2012

**NOTE A – BASIS OF PRESENTATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**

Restatement of Financial Statements

In 2009 upon incorporation of the Company, the management elected to recognize an accrual for payroll as incurred related to the officers of the Company. The Company has been consistently following that policy in its financial statements. In 2012, the Company's management reviewed its accounting policies and concluded that application of its accounting policy was resulting in substantial liabilities and losses associated with the production of accrued payroll relating to officers being recognized in financial reporting periods. It was anticipated that at some future date the Company would have sufficient cash flows to finally pay these salaries. The Company has experienced substantial losses and negative cash flows since inception and has been unable to pay these accrued salaries.

Consequently management decided to change the company's policy of accruing officer payroll the first time that it occurred.

As has been the policy in the past, the Company plans to issue comparative financial statements presenting the years 2012, 2011, 2010 and 2009.

For the years ending December 31, 2011, 2010, and 2009, accrued officer payroll, as reported, aggregated \$81,600, \$97,500, and \$312,000, respectively.

The Company did not nor is anticipated to have the cash available from either profitable operations or access to borrowing operating capital to pay these salaries.

A combined Federal and State income tax rate of 40% was in effect for all relevant periods.

Prior to the change in accounting principle, there were no temporary differences or loss carry-forwards and thus there were no deferred assets or liabilities. Payroll is deductible for income tax purposes when incurred, and therefore, upon adoption of the new accounting policy, the Company will have a temporary difference between the book and income tax basis of its assets accrued salaries. These accrued payroll costs that are being eliminated in the financial statement in the year they are being deducted on the Company's income tax return represent a future taxable temporary difference that will give rise to a deferred income tax liability.

The financial statements originally issued as of and for the years December 31, 2012, 2011, 2010 and 2009 prior to the adoption of the new accounting principle are presented below with officer payroll and related captions shown separately for illustrative purposes.



COOPER HOLDING CORP  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)  
UNAUDITED  
December 31, 2012

**NOTE A - BASIS OF PRESENTATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**

Restatement of Financial Statements (continued)

	ORIGINAL Year-ended December 31, 2011	ORIGINAL Year-ended December 31, 2010	ORIGINAL Year- ended December 31, 2009
Revenue-Merchandise sales	<u>\$ 113,593</u>	<u>\$ 73,403</u>	<u>\$ 97,648</u>
Cost of goods sold	<u>55,081</u>	<u>57,061</u>	<u>53,746</u>
Gross profit	<u>58,512</u>	<u>16,342</u>	<u>43,902</u>
Operating Expenses			
Officers' salary	106,200	97,500	312,000
Consulting fees-stock issued	100,312	34,434	9,544
Selling, general and administrative	192,682	38,312	147,144
Depreciation expense	<u>280</u>	<u>280</u>	<u>280</u>
Total operating expenses	<u>399,474</u>	<u>170,526</u>	<u>468,968</u>
Net (loss) from operations	(340,962)	(154,184)	(425,066)
Other income (expenses)-interest	<u>(43)</u>	<u>(25)</u>	<u>-</u>
Net (loss)	<u>\$ (341,005)</u>	<u>\$ (154,209)</u>	<u>\$ (425,066)</u>
Basic earnings (loss) per common share	\$ (.00)	\$ (.00)	\$ (.00)
Weighted average shares outstanding	492,915,080	66,431,798	29,564,083

COOPER HOLDING CORP  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)  
UNAUDITED  
December 31, 2012

**NOTE A - BASIS OF PRESENTATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**

Advertising Cost

Advertising expense for the years ended December 31, 2012 and 2011 aggregated \$18,530 and \$14,321, respectively.

**NOTE B--LOSS PER SHARE**

The computation of loss per share is based on the weighted average number of common shares outstanding during the period presented. Diluted loss per common share is the same as basic loss per common share as there are no potentially dilutive securities outstanding (options and warrants).

**NOTE C - INCOME TAXES**

From inception thru November 20, 2008, the Company operated as a limited liability company and elected to be taxed similar to a partnership. Accordingly, each member was responsible for reporting its respective share of the Company's net income or loss for federal income tax purposes and the Company did not pay federal income tax.

From November 20, 2008 forward, the Company accounts for income taxes using the asset and liability method described in SFAS No. 109, "Accounting For Income Taxes", the objective of which is to establish deferred tax assets and liabilities for the temporary differences between the financial reporting and the tax basis of the Company's assets and liabilities at the enacted tax rates expected to be in effect when such amounts are realized or settled. A valuation allowance related to deferred tax assets is recorded when it is more likely than not that some portion or all of the deferred tax assets will not be realized. The Company recorded a deferred income tax asset for the effect of net operating loss carry forwards. In recognition of the uncertainty regarding the ultimate amount of income tax benefits to be derived, the Company has recorded a full valuation allowance at December 31, 2012 and 2011.

COOPER HOLDING CORP

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)  
UNAUDITED  
December 31, 2012

**NOTE D - COMMON/PREFERRED STOCK ISSUANCES**

On February 26, 2006 the Company issued 12,300,000 shares of its common stock to the founders of the Company in consideration of \$100,000. (see Note A- for conversion)

During the three months period ended December 31, 2008, the Company issued 3,524,900 shares of common stock for services and consulting fees at a share price of \$.16666 per share. Also, during the three months period ended December 31, 2008, the Company sold an aggregate of 9,600 shares of common stock thru a Reg. D private placement at a share price of \$.16666 per share.

During the year ended 2009, the Company issued 11,000 shares of common stock for services at a share price of \$.16666 per share. The Company sold an aggregate of 4,000 shares of common stock thru a Reg. D private placement at a share price of \$.25 per share.

On January 27, 2009, the Company issued 500,000 shares of common stock for patent cost on the bow blind valued at \$83,335.

On August 4, 2009, the Company issued 7,711,000 shares of its common stock to the founders of the Company at par value for services they provided. Also on August 4, 2009, the Company issued 24,140,000 shares of common stock valued at \$500,000 for pre-merger cost.

During the year ended December 31, 2010, the Company issued 34,434,500 shares of its common stock at par value for services provided.

In November 2010, the Company canceled 2,400,000 shares of its common stock for non-performance of services that was valued at \$400,000.

On January 4, 2011, the Company issued 26,466,628 shares of common stock at \$.002 for cash aggregating \$53,933 for payment of debt.

During the second quarter ended June 30, 2011, the Company issued 9,500,000 shares of common stock for consulting services at \$.005 per share.

During the third quarter ended September 30, 2011, the Company issued 4,000,000 shares of common stock for cash in the amount of \$25,000 at \$.00625 per share. They also issued 5,250,000 shares of common stock for consulting services at \$.00625 per share.

During the fourth quarter of 2011, the Company issued 2,000,000,000 shares to the founders of the Company for services rendered at an aggregate value of \$20,000. Also during the fourth quarter 2011, the Company issued 210,000,000 shares for cash at an aggregate value of \$30,000.

During the three months ended March 31, 2012, the Company issued an aggregate of 400,010,000 shares of common stock for various services in the amount of \$ 80,002 at \$.0002 per share.

COOPER HOLDING CORP  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)  
UNAUDITED  
December 31, 2012

**NOTE D - COMMON/PREFERRED STOCK ISSUANCES (Continued)**

During the second and third quarter 2012, the Company canceled 2,050,000,000 shares of common stock issued to the founders and others after review of the Company's new accounting policies.

On June 5, 2012 the Company issued the President one share of preferred stock for \$1 that can be converted to fifty percent of outstanding common shares at any time.

On June 29, 2012 the Company amended the authorized number of common shares from four billion shares to one billion shares.

**NOTE E - RELATED PARTY TRANSACTIONS**

There were no shareholder loans payable as of the year-ended December 31, 2012.

**NOTE F- COMMITMENTS AND CONTINGENCIES**

The Company leases booths at various locations for promotions and sales of its products. There are no rental lease agreements as of December 31, 2012 and 2011. There are no employment contracts as of December 31, 2012 and 2011.